

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
[COMPANY 1]**

The undersigned, constituting all of the directors of [Company 1], a Delaware corporation (the “Corporation”), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby consent to the adoption of the resolutions set forth below, waive all notice of a meeting and the holding of any meeting of the board of directors to act upon said resolutions and direct that this consent be inserted in the minute book of the Corporation.

Merger of [Company 2] with and into the Corporation

WHEREAS, the Board of Directors of the Corporation (the “Board”) has reviewed that certain Agreement and Plan of Merger, attached hereto as Exhibit A (the “Merger Agreement”), pursuant to which [Company 2], a Delaware corporation (“[Company 2]”), will merge with and into the Corporation (the “Merger”); and

WHEREAS, the Board believes it to be advisable and in the best interest of the Corporation and its stockholders to authorize, approve and enter into the Merger Agreement and the Merger.

NOW, THEREFORE, BE IT RESOLVED that (i) the Merger, on the terms and subject to the conditions set forth in the Merger Agreement, (ii) the Merger Agreement and (iii) such further documents, instruments or certificates as may be necessary or appropriate to carry out the intent and purposes of the Merger (the “Merger Documents”) be, and hereby are, in all respects authorized, adopted and approved for all purposes and in all respects; and

RESOLVED, that the Board hereby declares the Merger Agreement advisable to the Corporation’s stockholders and recommends that the Corporation’s stockholders approve and adopt the Merger Agreement.

Issuance of Stock

WHEREAS, in consideration of the mutual covenants and agreements set forth in the Merger Agreement, and for other good and valuable consideration, the Corporation will issue [No. of Shares] shares of Common Stock to the sole stockholder of [Company 2], [Individual 1] (“[Individual 1]”);

WHEREAS, pursuant to the Corporation’s Amended and Restated Certificate of Incorporation, the Corporation has the authority to issue up to [No. of Shares] shares of common stock, without par value (the “Common Stock”);

WHEREAS, the Corporation has previously issued [No. of Shares] shares of Common Stock, all of which shares of Common Stock remain outstanding as of the date hereof, and, accordingly, [No. of Shares] shares of Common Stock remain authorized but unissued;